

February 22, 2018

Notification on the Asset Acquisition of Wattanapat Hospital Trang Public Company Limited (“the Company”)

According to the Company’s Board of Directors’ Meeting No.1/2018,held on 21 February 2018.There is the approval of investment for the new Hospital at Suratthani under the name of “Wattanapat Samui Hospital” (Wattanapat Samui Hospital Project) which is involved in the transaction to acquire the land in order to construct and to launch the New project of Wattanapat Samui Hospital

In this regards, it is entering into the asset acquisition in accordance with the Notification of the Capital Market Subsidiary Board No.Torchor20/2551 Re: Rules on entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed Companies Concerning the

Acquisition and Disposition of Assets B.E.2547(2004) on 29th October 2004

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The Company hereby informs of the details on the transactions as follows:

**1. Transaction Date**

Launching the new project of Wattanapat Samui Hospital will be started in February 2019 and will be completed in the late 2019

**2. Name of Contractual Party and its Relationship with the Company**

1.Transaction to the Lands

Owner of the land: Mrs.Thaneiya Kantapichan

Buyer: The Company Limited or its Subsidiary, the company will be set up a wholly-owned of the Listed Subsidiary

2. The Construction of Wattanapat Samui Hospital

Building Contractor : N/A

3. Buying the Medical Instruments

The Company will appropriately Make a purchase from distributors

The Company anticipates that after all the conditions precedent specified in the related agreements have been satisfied with the Notification of the Capital Market Subsidiary Board No. Torchor 21/2551 Re: Rules on entering into the Related Lists on 31th August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other acts of Listed Companies concerning the Acquisition and Disposition of Assets B.E.2546 (2003) on the 19th November 2003.

### **3. General Characteristics of the Transaction and Transaction Value**

The Company will have the investment for the new Hospital into the holistic service medical center for general customers and only for the counterparties in the area of Samui, Suratthani and the surrounding areas.

For the details of the Establishment of Wattanapat Samui Hospital Company Limited which will be set up a wholly-owned subsidiary under the Registered of Wattanapat Samui Hospital for the further proceeding of the Hospital's business. According to the details mentioned below:

Business type : for establish the Hospital's business; for overnight patients

bed size : 29 beds

under the name of Wattanapat Samui Hospital

Capital Structure : The registered fund 160 Million Baht;

subdivided into 1,600,000 shares

Par Value 100 Baht

Payment fee 0 Baht

Shareholder Structure : Company Limited will be hold a wholly-owned shares of registered Wattanapat Samui Hospital Company Limited

Committee:

1. Mrs.Amara Leelawat

2. Mr.Chane Laosonthorn

### 3. Mr.Somchai Chansawang

The new Wattnapat Samui Hospital project will be started to construct in February 2018 and it is likely to be completed and will be officially opened around the 4th quarter 2018 and the construction is supposed to build 3 floors and have useful spaces approximated 5,000 square meters and The New Wattnapat Samui Hospital Company Limited will purchase the land for using totally 3 plots ( สามแปลง) which located in Suratthani, all the fields are totally 6 Rai 3 ngan 5.4 SQ.WA

Wattanapat Samui Hospital will be officially opened with the Full- services with the Medical Specialists in each field for general customers and the only counterparties, it is supposed to have 29 Rooms for in-patients and there will have a specialized Medical center for those Outpatients Department and the Rooms are expected to accommodate up to 60 people per day

The investment for Wattanapat Samui Hospital project. Consequently, the Company is required to disclose the information Memorandum on the entering into of transactions to those Listed Companies, the detail when calculating the above lists , it is 45.57 percent of the wholly assets of the Company at the date of 31th December 2018 ( the maximum transaction value is calculated listed)

In this regards, all the listed are more than 15 percent but less than 50 percent of the Company total assets (31th December 2017)so the company have to take the responsibility for the disclosure of the Information and other acts of Listed companies which is concerning at the acquisition and Disposition of the assets at least 1 footer of the Notices

All this information for shareholders within 21 days from the beginning of the disclosure all the listed to Bangkok Stock Exchange of Thailand but do not need any agreements from the shareholders. The company will send all the information at least 2 footers of the notification on Acquisition and Disposition of assets to the shareholder of the company attached together with Invitation to the Annual General Meeting of Shareholders for 2018

### **4. Total Value of consideration**

Budget of investment Project for Wattanapat Samui Hospital is approximately 425 Baht which is composed of the land cost including fee from transferring ownership for 223 Million Baht, construction expense is 165.35 Million Baht and the medical instruments is 36.65 Million Baht. For the Financial Liquidity, the company is negotiated to request for transfer of ownership of the Land into 2 parts, as follows:

1. First part Land with the title deed No 9641 with 4 rai 2 ngan 93.8 SQ.WA. The company will take responsibility for the land cost including fee from transferring ownership is 156 Million Baht. The ownership transfer process for the first part of the land is on 3rd June 2018 for the proceeding of construction the hospital building

2. Second part Land with the title deed No 9641 (divided) 23944 and 42402 with 2 rai 11.6 SQ.WA. The company will pay for the land cost including fee from transferring ownership in amounts of 67 Million Baht so as to take the ownership in the second part within 3rd June, 2021 and the Company will subdivided the expenses into 3 periods as follows:

1) To pay for 20 Million Baht on 3rd June 2019

2) To pay for 20 Million Baht on 3rd June 2020

3) To pay for 20 Million Baht on 3rd June 2021

The company will sign the contract for all the 3 plots and will pay the deposit 20 Million Baht later after getting the approval from the Committee

#### **5. Value of acquired assets**

The Land which is the location of hospital, the building of Hospital and Medical Instruments, totally is 425 Million Baht

#### **6. Criteria to determine the price**

based on the value of investment in the new project of Wattanapat Samui Hospital, calculated together with the value of the land and all the medical instruments

#### **7. The benefit which is expected from Hospital**

The Company will bring the specialized skills and the most efficiency management for the proceeding to the Wattanapat Samui Hospital to be the Best private Hospital at Samui and will expand the customer society

#### **8. Sources of Funds**

The Company first time use the budget from offering share the selling for people ( which is needed to be approved from the shareholder's Meeting 2018 in order to changing the objectives using budgets ) it is 134.74 Million Baht, loan from financial institution in approximately 265 Million Baht and working capital in amounts

of 25.26 Million Baht. This is to support financial liquidity of the Company. However, if the company is not allowed for changing the objectives from the processing mentioned above, The Company will use the budget from cash flow in our business process and those Loan from Financial institution.

**9. Opinion of the Board of Directors and Audit committee**

All directors and Audit committee is totally agree that making this process is reasonable and also will get the benefit to the company. This is because there is the plenty of tourists both Thai and foreigners in the selected location which in accordance with the company's strategy.

**10. Opinion of the Audit Committee and/or directors of the company which are different from those of the Board of Directors**

- None -

The Company is confirmed that all the information in this papers are correct complete and carefully making respectively which is most important concerned about the benefits of all the shareholders. It contains no misleading information which may cause misunderstanding or conceal any material fact that should have been informed

The Company hereby certifies that the information contained in this Information Memorandum is accurate and complete, in all respects

Yours Faithfully

Mr.Chane Laosonthorn

Director